

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES INVESTOR PROTECTION	:
CORPORATION,	:
	:
Plaintiff-Applicant,	:
	:
v.	:
	:
BERNARD L. MADOFF INVESTMENT SECURITIES	:
LLC,	:
	:
Defendant.	:
	:
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**VERIFIED STATEMENT OF HERRICK, FEINSTEIN LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)**

Herrick, Feinstein LLP ("Herrick, Feinstein") submits this verified statement (the "Verified Statement") pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure.

1. Herrick, Feinstein is a law firm that maintains its principal office at 2 Park Avenue, New York, New York 10016.

2. Herrick, Feinstein appears in the above-captioned chapter 11 case (the "Case") on behalf of Beacon Associates LLC I, Beacon Associates LLC II, Beacon Associates LLC (collectively, "Beacon"), Andover Associates, L.P., Andover Associates LLC I, Andover Associates (QP) LLC, and Andover Associates LLC II (collectively, "Andover" or, together with Beacon, the "Funds"). The Funds are located at 123 Main Street, Suite 900, White Plains, NY 10601.

3. The Funds are "net loser" customers of Bernard L. Madoff Investment Securities LLC ("BLMIS") and have asserted customer claims in the Case. On or about April 2, 2009, a

claim in the amount of \$14,064,568.87¹ was filed on behalf of Andover and on or about April 2, 2009, a claim in the amount of \$357,738,103.47² was filed on behalf of Beacon. The Funds are also defendants in a related adversary proceeding (Adv. Pro. No. 10-05356 (BRL)) (the “Clawback Proceeding”), commenced by Irving H. Picard, as Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC (the “Trustee”). Herrick, Feinstein represents the Funds, pursuant to a written retainer agreement, in connection with, *inter alia*, their claims in the Case and as defendants in the Clawback Proceeding.

4. Herrick, Feinstein also appears on the Case on behalf of A & G Goldman Partnership (“A & G”) and Pamela Goldman as special bankruptcy counsel. A & G is a “net winner” and does not have an allowed customer claim in the Case. Ms. Goldman is a “net loser” in the Case.

5. A & G and Ms. Goldman are potential plaintiffs in a securities class action lawsuit that they intend to commence against the estate of Jeffrey Picower and various related defendants (the “Picower Defendants”). Herrick, Feinstein’s representation of A & G and Ms. Goldman in the Case is as special bankruptcy counsel in seeking a declaration from the Court that the securities law claims that they intend to assert against the Picower Defendants are not barred by the Court’s permanent injunction contained in its order dated January 13, 2011 or by the automatic stay provisions of 11 U.S.C. § 362.

6. In connection with its representation of A & G and Ms. Goldman, Herrick, Feinstein will not undertake any action that would be adverse to the Funds’ interests in the Case including, without limitation, seeking the termination, modification or annulment of the

¹ The claim asserted a total of \$14,770,558.87 owed by Bernard L. Madoff Investment Securities, LLC (“BLMIS”) to the Andover Funds and that the Andover Funds owed BLMIS the sum of \$705,990.00.

² The claim asserted a total of \$381,620,323.47 owed by Bernard L. Madoff Investment Securities, LLC (“BLMIS”) to the Beacon Funds and that the Beacon Funds owed BLMIS the sum of \$23,882,220.00.

Trustee's settlement with the Picower Defendants.

7. Herrick, Feinstein reserves the right to revise, to supplement, and to amend this
Verified Statement as deemed necessary.

Dated: New York, New York
December 15, 2011

HERRICK, FEINSTEIN LLP

By: /s/ Joshua J. Angel
Joshua J. Angel
2 Park Avenue
New York, NY 10016
Phone: 212.592.1400
Jangel@Herrick.com

VERIFICATION

Joshua J. Angel hereby declares under penalty of perjury as follows:

1. I am a senior counsel to the law firm of Herrick, Feinstein LLP.
2. I have read the foregoing *Verified Statement of Herrick, Feinstein LLP Pursuant to Bankruptcy Rule 2019(a)* and know the contents thereof to be true to my own knowledge, except as to those matters therein stated to be alleged upon information and belief, and, as to those matters, I believe them to be true. The source of my information and belief is communications with A & G and Ms. Goldman as well as my communications with other attorneys at Herrick, Feinstein and the review of certain documents.

Dated: New York, New York
December 15, 2011

/s/ Joshua J. Angel
Joshua J. Angel